



UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY

Caption in Compliance with D.N.J. LBR 9004-2(c)

HALPERIN BATTAGLIA RAICHT, LLP
555 Madison Avenue, 9th Floor
New York, New York 10022
(212) 765-9100
(212) 765-0964 Facsimile
Donna H. Lieberman, Esq.
Carrie E. Mitchell, Esq.

COLE, SCHOTZ, MEISEL,
FORMAN & LEONARD, P.A.
A Professional Corporation
25 Main Street
P.O. Box 800
Hackensack, New Jersey 07602-0800
(201) 489-3000
(201) 489-1536 Facsimile
Ilana Volkov, Esq.

Co-Counsel for the Class 10 Trust

In re:
SHAPES/ARCH HOLDINGS L.L.C., *et al.*,
Debtors.

Case No. 08-14631
(Jointly Administered)

Chapter 11

Judge: Gloria M. Burns

**CONSENT ORDER RESOLVING THE CLAIM OF
LUMBERMAN ASSOCIATES
(Claim number 66)**

The relief set forth on the following pages, numbered two (2) through four (4), is hereby
ORDERED.

DATED: 1/22/2009



Honorable Gloria M. Burns
United States Bankruptcy Court Judge

(Page 2)

Debtors: SHAPES/ARCH HOLDINGS L.L.C., *et al.*
Case No. 08-14631
Caption of Order: CONSENT ORDER RESOLVING THE CLAIM OF LUMBERMAN
ASSOCIATES (Claim number 66)

WHEREAS, on March 16, 2008, the Debtors filed voluntary petitions for relief under Chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”);

WHEREAS, the cases are being jointly administered pursuant to this Court’s Order dated March 18, 2008;

WHEREAS, on the Petition Date, the Debtors filed their Statements of Financial Affairs, Schedules of Assets and Liabilities and Schedule of Executory Contracts and Unexpired Leases (the “Bankruptcy Schedules”);

WHEREAS, on the Petition Date, the Debtor had scheduled Lumbermen Associates (“Lumbermen”) as having an unsecured claim of \$58,639.48 (the “Scheduled Claim”);

WHEREAS, Lumbermen filed proof of claim number 66 in the amount of \$58,639.48, proof of claim number 182 in the amount of \$68,588.41 and proof of claim number 405 in the amount of \$68,588.41 (collectively, the “Proofs of Claim”);

WHEREAS, claims numbered 182 and 405 were expunged pursuant to an order entered by this Court on July 30, 2008 (Doc. No. 574);

WHEREAS, by Order dated July 24, 2008 (Doc. No. 561), the Bankruptcy Court confirmed the Debtors’ Third Amended Joint Plan of Reorganization, (the “Plan”);

WHEREAS, pursuant to Sections 4.5, 5.2 and 5.3 of the Plan and Article IV of the Plan Administration Agreement (an exhibit to the Plan) (Doc. No. 376), the Trust, by its Trustee, Steven D. Sass, was empowered to, among other things, review, file objections to and resolve unsecured claims; and

(Page 3)

Debtors: SHAPES/ARCH HOLDINGS L.L.C., *et al.*
Case No. 08-14631
Caption of Order: CONSENT ORDER RESOLVING THE CLAIM OF LUMBERMAN
ASSOCIATES (Claim number 66)

WHEREAS, the Trust has reviewed the surviving Lumbermen claim, information provided by Lumbermen and the Debtors' books and records as they pertain to Lumbermen, and has engaged in good faith, arms' length negotiations with Lumbermen.

NOW, THEREFORE, in consideration of the foregoing premises and of the mutual agreements and covenants hereinafter set forth, the parties hereto intending to be legally bound hereby, agree as follows:

1. In full and final settlement of Lumbermen's claims against the Debtors, Lumbermen hereby waives any and all claims against the Debtors, their estates and the Trust, with the exception of proof of claim number 66, which shall be increased to \$68,558.41 and allowed as a general unsecured claim against the Debtors in that amount and treated in Class 10 under the Plan.
2. This Agreement shall be binding upon and shall inure to the benefit of each of the parties hereto and their respective successors and assigns and any successor of any of them.
3. No modification or waiver of, or with respect to, any provision of this Agreement, or consent to any departure from any of the terms or conditions hereof, shall in any event be effective unless it shall be in writing and signed by the parties hereto.
4. Whenever the context may require, any pronoun used herein shall include the corresponding masculine, feminine or neuter forms and the singular form of nouns and pronouns shall include the plural and vice versa.
5. This Agreement has been negotiated and entered into in the interest of settlement and compromise only, without an admission, liability or fault on the part of any party.

(Page 4)

Debtors: SHAPES/ARCH HOLDINGS L.L.C., *et al.*
Case No. 08-14631
Caption of Order: CONSENT ORDER RESOLVING THE CLAIM OF LUMBERMAN
ASSOCIATES (Claim number 66)

6. This Agreement may be executed in one or more counterparts, each of which shall be deemed an original, but all of which together shall constitute but one and the same agreement. A facsimile signature shall be sufficient to bind the parties as if it were an original signature.

7. Each party expressly represents that it has entered freely and voluntarily into this Agreement after careful review and the opportunity to consult with counsel. Except as otherwise expressly set forth herein, no representations have been made by either party with respect to any of the matters addressed in this Agreement or with respect to the Chapter 11 case.

8. The terms, conditions and provisions of this Agreement shall be governed by, and construed in accordance with, the United States Bankruptcy Code and to the extent applicable, the internal laws of the State of New Jersey, without giving consideration to any other state's conflict of law provisions.

Dated: New York, New York
December 23, 2008

Halperin Battaglia Raicht, LLP
Co-Counsel for the Class 10 Trust
555 Madison Avenue – 9th Floor
New York, New York 10022

By: /s/ Carrie E. Mitchell
Carrie E. Mitchell

Lumberman Associates, Inc.

By: /s/ Brian R. Cassell
Brian R. Cassell
CFO of Lumberman Associates, Inc.

CERTIFICATE OF NOTICE

District/off: 0312-1
Case: 08-14631

User: kryan
Form ID: pdf903

Page 1 of 1
Total Served: 1

Date Rcvd: Jan 23, 2009

The following entities were served by first class mail on Jan 25, 2009.
db +Shapes/Arch Holdings L.L.C., 9000 River Road, Delair, NJ 08110-3204

The following entities were served by electronic transmission.
NONE.

TOTAL: 0

***** BYPASSED RECIPIENTS *****

NONE.

TOTAL: 0

Addresses marked '+' were corrected by inserting the ZIP or replacing an incorrect ZIP.
USPS regulations require that automation-compatible mail display the correct ZIP.

I, Joseph Speetjens, declare under the penalty of perjury that I have served the attached document on the above listed entities in the manner shown, and prepared the Certificate of Notice and that it is true and correct to the best of my information and belief.

Meeting of Creditor Notices only (Official Form 9): Pursuant to Fed. R. Bank. P. 2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.

Date: Jan 25, 2009

Signature:

